

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 – Name and Address of Company:**

Retrocom Mid-Market Real Estate Investment Trust  
700 Applewood Crescent, Suite 300  
Vaughn, Ontario  
L4K 5X3

**Item 2 - Date of Material Change:**

January 16, 2012.

**Item 3 – News Release:**

A news release was issued and disseminated over Marketwire on January 16, 2012. A copy of such news release is attached hereto as Schedule “A”.

**Item 4 – Summary of Material Change:**

Retrocom Mid-Market Real Estate Investment Trust (the “REIT” or “Retrocom”) announced that it entered into an agreement to sell, on a bought deal basis to a syndicate of underwriters led by TD Securities Inc., 4,500,000 Units at a price of \$5.60 per Unit for gross proceeds of \$25,200,000. In addition, Retrocom has granted the syndicate an over-allotment option, exercisable for a period of 30 days following closing, to purchase up to an additional 675,000 Units which, if exercised, would increase the gross offering size to \$28,980,000.

**Item 5 – Full Description of Material Change:**

**5.1 Full Description of Material Change**

Retrocom announced that it entered into an agreement to sell, on a bought deal basis to a syndicate of underwriters led by TD Securities Inc., 4,500,000 Units at a price of \$5.60 per Unit for gross proceeds of \$25,200,000. In addition, Retrocom has granted the syndicate an over-allotment option, exercisable for a period of 30 days following closing, to purchase up to an additional 675,000 Units which, if exercised, would increase the gross offering size to \$28,980,000.

The net proceeds from the offering will be used to fund development and re-development activities, fund future potential acquisitions, and for general trust purposes.

The offering is expected to close on or about February 3, 2012. Closing of the offering is subject to certain customary conditions, including the receipt of all necessary regulatory approvals.

The Units will not be offered, sold or delivered, directly or indirectly within the United States, except in limited circumstances.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

**Item 7 - Omitted Information:**

Not applicable.

**Item 8 – Executive Officer:**

For further information contact:

Richard Michaeloff  
Chief Executive Officer  
Retrocom Mid-Market Real Estate Investment Trust  
Tel: (416) 741-7999 x5227  
Fax: (416) 741-7993

**Item 9 – Date of Report:**

January 19, 2012

**Schedule 'A'**



## **FOR IMMEDIATE RELEASE**

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN  
THE UNITED STATES OR TO ANY NON-CANADIAN SOURCE

### **RETROCOM MID-MARKET REIT ANNOUNCES \$25 MILLION BOUGHT DEAL FINANCING**

TORONTO, ONTARIO – (January 16, 2012) - (TSX: RMM.UN) - Retrocom Mid-Market Real Estate Investment Trust (the "REIT" or "Retrocom") today announced that it has entered into an agreement to sell, on a bought deal basis to a syndicate of underwriters led by TD Securities Inc., 4,500,000 Units at a price of \$5.60 per Unit for gross proceeds of \$25,200,000. In addition, Retrocom has granted the syndicate an over-allotment option, exercisable for a period of 30 days following closing, to purchase up to an additional 675,000 Units which, if exercised, would increase the gross offering size to \$28,980,000.

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This press release is not an offer of securities for sale in the United States. The units being offered have not been and will not be registered under the United States Securities Act of 1933 and accordingly are not being offered for sale and may not be offered, sold or delivered, directly or indirectly within the United States, its possessions and other areas subject to its jurisdiction or to, or for the account or for the benefit of a U.S. person, except pursuant to an exemption from the registration requirements of that Act.

#### **About Retrocom Mid-Market REIT**

Retrocom Mid-Market REIT is an Ontario unincorporated, open-end real estate investment trust which focuses on owning and acquiring community-based commercial properties in primary and secondary markets across Canada with the objective of producing a geographically diversified portfolio of properties with stable and growing cash flows.

This press release contains forward-looking statements. In some cases, forward-looking statements can be identified by the use of words such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", and by discussions of strategies that involve risks and uncertainties. The forward-looking statements are based on certain key expectations and assumptions made by the REIT. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. Although management of the REIT believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that future results, levels of activity, performance or achievements will occur as anticipated. Neither

the REIT nor any other person assumes responsibility for the accuracy and completeness of any forward-looking statements, and no one has any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or such other factors which affect this information, except as required by law.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, which may be made only by means of a prospectus, nor shall there be any sale of the Units in any state, province or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under securities laws of any such state, province or other jurisdiction. The Units of the Retrocom Mid-Market REIT have not been, and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered, sold or delivered in the United States absent registration or an application for exemption from the registration requirements of U.S. securities laws.

For further information: Richard Michaeloff, Chief Executive Officer, Tel: (416) 741-7999, Fax: (416) 741-7993, E-mail: [rmichaeloff@rmmreit.com](mailto:rmichaeloff@rmmreit.com).